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Technology Center 2100

**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
ESNIFF, INC.**

ESNIFF, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation Law"), does hereby certify as follows:

1. The name of the corporation is eSniff, inc. (hereinafter the "Corporation").
2. The Corporation's original Certificate of Incorporation was initially filed with the Secretary of State of Delaware on August 31, 2000.
3. The following amendments to the Restated Certificate of Incorporation of the Corporation have been duly adopted in accordance with Sections 141, 228 and 242 of the Delaware General Corporation Law, the Board of Directors of the Corporation having adopted resolutions setting forth the proposed amendment to the Restated Certificate of Incorporation, declaring its advisability, and directing that it be submitted to the stockholders of the Corporation for their approval; and the stockholders having consented in writing to the adoption thereof.

A. Article One of the Restated Certificate of Incorporation of the Corporation is amended by deleting Article One thereof and replacing it with the following:

The name of the corporation is Vericept Corporation (the "Corporation").

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, for the purpose of amending the Restated Certificate of Incorporation of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of October, 2001.

ESNIFF, INC.

By: /s/ Thomas P. Donahue
Name: Thomas P. Donahue
Title: President and Secretary

Attest:

/s/ John M. Conlin
Name: John M. Conlin
Title: Vice President and Treasurer